

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT TACOMA**

WILLIAM T. WHITMAN, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

STATE FARM LIFE INSURANCE COMPANY,
an Illinois corporation

Defendant.

No. 3:19-cv-06025-BJR

DECLARATION OF JEREMY A. ROOT IN
SUPPORT OF STATE FARM'S MOTION
FOR LEAVE TO FILE DOCUMENTS
UNDER SEAL

1 I, Jeremy A. Root, declare:

2 1. I make this declaration of my own personal knowledge, in support of Defendant State
3 Farm Life Insurance Company's ("Defendant" or "State Farm")'s Motion for Leave to File
4 Documents Under Seal. If called upon to testify to the matters stated herein, I could and would do
5 so competently.

6 2. State Farm seeks a narrow order sealing portions or all of the following documents, as
7 specified in its motion, because they contain proprietary, competitively sensitive, trade secret
8 information, and/or confidential policyholder data as described more fully below:

- 9 • Certain portions of State Farm's Opposition to Plaintiff's Motion for Class
- 10 Certification
- 11 • Expert Report of Rebecca Kirk Fair
- 12 • Exhibit 1 to the Declaration and Expert Report of Rebecca Kirk Fair:
- 13 Summary State Farm Washington Form 94030 Policyholder Data
- 14 • Exhibit 2 to the Declaration and Expert Report of Rebecca Kirk Fair:
- 15 Summary State Farm Washington Form 94030 Policyholder Data
- 16 • Exhibit 3 to the Declaration and Expert Report of Rebecca Kirk Fair:
- 17 Summary State Farm Washington Form 94030 Policyholder Data
- 18 • Expert Report of Lauren J. Stiroh
- 19 • Exhibit 3 to the Declaration and Report of Lauren J. Stiroh: analysis of
- 20 Plaintiff's damages model that contains confidential policyholder data.
- 21 • Exhibits 4-8 to the Declaration and Report of Lauren J. Stiroh: illustrations of
- 22 the comparative COI rates and alleged damages for certain policies
- 23 • Expert Report of Craig Reynolds
- 24 • Exhibit A to the Declaration of Alan Hendren: 94000 Series pricing binder
- 25 • Exhibit B to the Declaration of Alan Hendren: State Farm's mortality table
- 26 from the relevant timeframe

- Exhibit C to the Declaration of Alan Hendren: filing package to Illinois including the nationwide actuarial memorandum.
- Exhibit D to the Declaration of Alan Hendren: correspondence to Illinois enclosing a revised sample annual statement showing planned cost of insurance rate information and expense charges.
- Exhibit F to the Declaration of Alan Hendren: filing package to Washington including the actuarial memorandum
- Exhibit G to the Declaration of Alan Hendren: actuarial memorandum State Farm submitted to New Jersey providing a description of the process that State Farm's actuaries followed to develop the cost of insurance rates for use with the 94030 Policy
- Exhibit J to the Declaration of Alan Hendren: 1994 version of the rate book that was in place when Plaintiff purchased his Policy
- Exhibit A to the declaration of Tim Crabtree: Summary of policyholder data
- Exhibit 11 to the Declaration of Cari Dawson: Deposition Transcript of Plaintiff's Expert Scott Witt

3. I have represented State Farm Life Insurance Company since 2016. During that time, I have become familiar with the company's confidentiality practices, trade secrets, and competitively sensitive information.

4. Throughout the time that I have represented State Farm, it has consistently sought to protect its confidential information related to actuarial pricing and non-guaranteed cost of insurance rates from disclosure to competitors, third parties, and the public at large. It has also sought to protect confidential information related to its life insurance customers from disclosure to third parties and the public at large. Through my work with State Farm, I know that it takes significant steps to protect its confidential, trade secret information revealing its actuarial pricing methodologies

1 and specific assumptions used in developing its pricing for life insurance policies, among proprietary
2 processes, as well as the pricing information that it uses in its insurance sales processes.

3 5. All of the State Farm information that is the subject of this Motion is nonpublic,
4 competitively sensitive, proprietary to State Farm, and confidential. State Farm has consistently
5 sought and received protection for this kind of information from this Court and other courts during
6 the time that I have represented the company.

7 6. When Plaintiff in this case filed its motion for class certification, Plaintiff filed a
8 motion for leave to file under seal certain exhibits filed with Plaintiff's motion for class certification
9 and the declaration of Scott J. Witt. In its response pursuant to Local Civil Rule 5(g)(3)(B), State
10 Farm explained that it agreed with Plaintiff that the documents should be filed under seal because
11 those documents contain information State Farm considers to be proprietary and confidential.

12 7. When State Farm sought summary judgment in the *Bally v. State Farm Life Ins. Co.*,
13 18-cv-04954-CRB (N.D. Cal.) ("Bally"), it sought and received permission to file certain documents
14 under seal. In support of the motion to file under seal in that case, State Farm filed a declaration of
15 State Farm employee Jeffrey Holzbauer substantiating State Farm's interests in maintaining the
16 confidentiality of this kind of information. ECF 64-1.

17 8. When State Farm sought permission to appeal the class certification order to the
18 Ninth Circuit Court of Appeals on February 16, 2020, it sought and received permission to file
19 certain documents under seal in that Court. In support of the motion to file documents under seal in
20 that Court, State Farm, filed another declaration of Mr. Holzbauer substantiating State Farm's
21 interests in maintaining the confidentiality protections of this kind of information. Case 20-80070,
22 ECF 2-2.

23 9. In August 2018, a third party moved to enforce a subpoena seeking materials that
24 State Farm produced in the *Vogt* litigation in *Taylor v. Midland Life Insurance Co.*, Case No.4:16-
25 CV-00140-SMR (S.D. Iowa). I represented State Farm in connection with successfully resisting the
26 subpoena in the *Taylor* litigation. State Farm sought and received permission to intervene in the
27

1 *Taylor* case for the sole purpose of protecting its confidential, trade secret information from
2 disclosure to third-parties.

3 I declare under the penalty of perjury under the laws of the United States of America that the
4 foregoing is true and correct.

5 Executed this 29th Day of March, 2021 in Columbia, Missouri.

6
7 /s/ Jeremy A. Root

8 Jeremy A. Root
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27